

## BOARD MINUTES

**DATE OF MEETING:** Monday, August 31, 2009

**PLACE OF MEETING:** Metrolinx  
9<sup>th</sup> Floor  
Main Board Room  
20 Bay Street  
Toronto, ON  
3:30 p.m.

**CHAIR:** Rob MacIsaac

**VICE-CHAIR:** Peter Smith (via teleconference)

**PRESIDENT & CEO:** Rob Prichard

**MEMBERS PRESENT:** Elyse Allen  
Jennifer Babe  
Paul Bedford  
Rahul Bhardwaj  
Tony Gagliano (via teleconference)  
Joe Halstead  
Richard Koroscil  
Nicholas Mutton  
Lee Parsons  
Rose Patten (via teleconference)  
Stephen Smith  
Doug Turnbull (via teleconference)

**REGRETS:** None

**OTHERS PRESENT:** Gary McNeil, Executive Vice President, Metrolinx and  
Managing Director, GO Transit  
Heather Platt, Assistant Corporate Secretary,  
Recording Secretary  
Metrolinx Staff

**CALL TO ORDER AND REMARKS BY THE CHAIR:**

Chair MacIsaac called the meeting to order at 3:33 p.m.

Chair MacIsaac confirmed there was quorum and that the required notice of the meeting as stipulated under the By-law of the Corporation had been sent.

**DECLARATIONS OF INTEREST:**

The Chair requested declarations of potential conflicts of interest and none were declared.

**Memorandum of Understanding with the Ministry of Transportation of Ontario**

Rob Prichard, President & CEO presented the Memorandum of Understanding (“MOU”) with the Ministry of Transportation of Ontario to the Board. The Board discussed the contents of the MOU including the roles and responsibilities of the Ministry, Minister, Deputy Minister, Metrolinx Chair and the Board, as well as the description of the Corporation’s mandate. After a Board discussion, the following amended resolution was moved:

*RESOLVED:*

***THAT***, subject to minor amendments, the Board approve the Memorandum of Understanding (MOU) and Communications Protocol attached as Schedule A;

***THAT*** the Board authorize the Chair to execute the MOU between the Minister of Transportation and Metrolinx as required by Management Board of Cabinet.

**Carried**

**Approval Authorization Policy including Approval of CEO Authority Limits**

Stephen Smith, Chair of the Audit, Finance and Risk Management Committee presented the Approval Authorization Policy to the Board. After a discussion on the Policy, and on the budget and project approval processes generally, the following resolution was moved:

*RESOLVED*, on the recommendation of the Audit, Finance and Risk Management Committee:

***THAT*** the Approval Authorization Policy attached to the report to the Audit, Finance and Risk Management Committee dated August 25, 2009, is hereby approved effective August 31, 2009;

***AND THAT*** Metrolinx Financial Control Policy CA-07-005 is hereby repealed;

***AND THAT*** the GO Transit Signing Authority Policy, as set out in Corporate Administrative Policies and Procedures CA-0403-05, is hereby repealed.

**Carried**

**Procurement Policy Amendments (conformity with new Provincial Directive)**

Stephen Smith, Chair of the Audit, Finance & Risk Management Committee presented the Procurement Policy Amendments to the Board.

*RESOLVED*, on the recommendation of the Audit, Finance and Risk Management Committee:

***THAT*** the Procurement Policy (the "Procurement Policy") attached to the report to the Audit, Finance and Risk Management Committee from Penny Wyger, Vice President of Business Services dated August 24, 2009, is hereby approved effective August 31, 2009;

***AND THAT*** the existing procurement policies of GO Transit and the former Metrolinx are hereby superseded by the Procurement Policy with respect to procurements occurring on or after August 31, 2009;

***AND THAT*** staff are directed to develop a procurement process operating manual to implement the Procedure Policy, and report back to the Board when the procurement process operating manual is completed;

**AND THAT** the Vice President of Business Services is authorized to resolve any issues of interpretation relating to the application of the specific procurement policy, or portion thereof, to any particular procurement activity or activities.

**Carried**

**Contract Approval – Pickering Parking Integrated Garage**

Penny Wyger, Vice-President, Business Services presented the proposed contract for the Pickering Parking Integrated Garage. After a Board discussion, the following was approved:

**RESOLVED:**

**THAT** Metrolinx is authorized to enter into all necessary legal agreements with OPB Realty Inc. and others, as may be required in order to:

- (a) establish the terms by which Metrolinx will contribute to the cost to construct a multi-level integrated parking facility on the Pickering Town Centre lands to the north of Highway 401 for GO Transit commuter parking purposes;
- (b) lease the commuter parking facility for a term of 30 years from OPB Realty Inc.; and
- (c) permit Metrolinx to construct the bridge connector from the commuter parking facility to the pedestrian bridge;

provided that the agreements shall be conditional upon funding and approval for the pedestrian bridge over Highway 401 connecting the Pickering Town Centre lands to the north and the Pickering GO Station lands to the south, and capital budget approval for the multi-level integrated parking facility.

**AND THAT** the agreements are to be based on terms and conditions satisfactory to the Executive Vice President of Metrolinx, which will substantially be in accordance with the terms and conditions set out in the report to the Board of Directors from Penny Wyger, Vice President of Business Services dated August 24, 2009, and will be prepared using legal agreements and related documentation in a form satisfactory to the Vice President of Business Services;

**AND THAT** the signing officers of Metrolinx are authorized to execute all necessary legal agreements and related documentation to give effect to this resolution.

**Carried**

### **Train Shed Roof / Vertical Access Award**

*RESOLVED:*

**THAT** the Board authorize the award of a Contract for Union Station train shed improvements including roof replacement, a new glass atrium, construction of new platform stairs and elevators and associated rehabilitation works to Aecon Buildings, a Division of Aecon Construction Group Inc.

**Carried**

### **Rail Corridor Acquisition – Lower Newmarket Subdivision**

Gary McNeil presented the report regarding the acquisition of the Lower Newmarket Subdivision.

*RESOLVED:*

**THAT** Metrolinx is authorized to enter into all necessary legal agreements with Canadian National Railway Company (“CN”), and others, as may be required in order to purchase the Lower Newmarket rail corridor from CN (part of GO Transit’s Barrie Line) from mile 3.37 (where it connects at Dundas St. to the section purchased as part of the Weston Subdivision that connects with Metrolinx’s Union Station Rail Corridor and mile 13.02 (where it connects to CN’s Halton Subdivision);

**AND THAT** the agreements are to be based on terms and conditions satisfactory to the Executive Vice President of Metrolinx, which will substantially be in accordance with the terms and conditions set out in the report to the Board of Directors from Gary McNeil, Managing Director of GO Transit and Executive Vice President of Metrolinx dated August 24, 2009, and will be prepared using legal agreements and related documentation in a form satisfactory to the Vice President of Business Services; and

**AND THAT** the signing officers of Metrolinx are authorized to execute all necessary legal agreements and related documentation to give effect to this resolution.

**Carried**

**Pan Am Games**

Gary McNeil and Greg Percy, Vice President, Operations provided a verbal update on Metrolinx's participation in Toronto's bid for the Pan Am Games.

**AGENDA PROPOSALS FOR NEXT MEETING:**

Rob Prichard reviewed the proposed agenda for the October Planning and Strategy Meeting. Board members were invited to submit proposed additional topics for inclusion on the Agenda to the Chair or CEO.

**OTHER BUSINESS:**

There was no other business.

**MOTION TO ADJOURN:** at 6:00 p.m.

**Carried**

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**Chair**

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**Secretary**